UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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    In re   :   Chapter 11
                                          :
DELPHI CORPORATION, et al.,   :   Case No. 05-44481 (RDD)
                                          :
                Debtors.   :   (Jointly Administered)
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ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR.
P. 6004 AUTHORIZING DEBTORS TO ENTER INTO
INFORMATION TECHNOLOGY INFRASTRUCTURE
OUTSOURCING AGREEMENTS

("IT INFRASTRUCTURE OUTSOURCING ORDER")

Upon the motion, dated September 29, 2006 (the "Motion"), of Delphi

Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-

in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the

"Order") under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 authorizing, but not

directing, the Debtors to enter into various information technology infrastructure

outsourcing agreements; and upon the record of the hearing held on the Motion; and this

Court having determined that the relief requested in the Motion is in the best interests of

the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing

that proper and adequate notice of the Motion has been given and that no other or further

notice is necessary; and after due deliberation thereon, and sufficient cause appearing

therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1.   The Motion is GRANTED.

2.   The Debtors are authorized, but not directed, to enter into and fully

perform under (a) an agreement with Electronics Data Systems Corporation and EDS

Information Services, LLC (together, "EDS") which provides for the outsourcing of

global desktops, service desk, and hosting mainframe systems (the "EDS Agreement"),

and (b) an agreement with Hewlett Packard Company ("HP") which provides for the

outsourcing of hosting server systems (together with the EDS Agreement, the "IT

Infrastructure Outsourcing Agreements"), including making all payments due to EDS and

HP under the IT Infrastructure Outsourcing Agreements.

3.   The Debtors are authorized, but not directed, to execute and deliver,

and perform under, consummate, and implement all additional instruments and

documents as may be reasonably necessary or desirable to implement and perform under

the IT Infrastructure Outsourcing Agreements.

4.   To the extent that Delphi makes a payment under the IT

Infrastructure Outsourcing Agreements in respect of the liability of an affiliate Debtor,

Delphi shall have an allowed claim under sections 503 of the Bankruptcy Code against

the affiliate Debtor for the amount of such payment.

5.   This Court shall retain jurisdiction to hear and determine all

matters arising from the implementation of this Order.

6.   The requirement under Rule 9013-1(b) of the Local Bankruptcy

Rules for the United States Bankruptcy Court for the Southern District of New York for

the service and filing of a separate memorandum of law is deemed satisfied by the

Motion.

Dated: New York, New York
         October __, 2006

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UNITED STATES BANKRUPTCY JUDGE